



TRIPLE Berhad (242896 - A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of TRIPLE Berhad will be held at Sri Bestari Hall, INTEKMA Resort & Convention Centre, Persiaran Raja Muda, Seksyen 7, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 28 October 2015 at 10.00 a.m. to transact the following matters:

A G E N D A

ORDINARY BUSINESS:

1. To receive the audited Financial Statements for the financial year ended 31 May 2015 together with the Reports of the Directors and Auditors thereon.
2. To re-elect as Director, Encik Yusof Bin Badawi who is retiring under Article 95 of the Company's Articles of Association. **(Ordinary Resolution 1)**
3. To re-elect as Director, Encik Ibrahim Bin Topaiwah who is retiring under Article 88 of the Company's Articles of Association. **(Ordinary Resolution 2)**
4. To re-appoint Messrs BDO as Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

SPECIAL BUSINESS:

To consider and, if thought fit, pass the following ordinary resolutions:

5. **Grant of ESOS Options to Encik Yusof Bin Badawi** **(Ordinary Resolution 4)**

"THAT approval be and is hereby given to the Board of Directors ("Board") to authorise the ESOS Committee, from time to time throughout the duration of the Employees' Share Option Scheme ("ESOS"), to offer and grant to Encik Yusof Bin Badawi, the Deputy Managing Director of TRIPLE Berhad ("TRIPLE" or "Company"), ESOS options to subscribe for up to 410,200 new ordinary shares of RM1.00 each in TRIPLE ("TRIPLE Shares") under the ESOS, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the ESOS, provided always that:

- i. Encik Yusof do not participate in the deliberation or discussion of his own allocation;
- ii. The allocation to Encik Yusof, who either singly or collectively, through persons connected to him, holds 20% or more of the issued and paid-up share capital of TRIPLE, must not exceed 10% of the new TRIPLE Shares available under the ESOS; and
- iii. Not more than 50% of the new TRIPLE Shares available under the ESOS shall be allocated in aggregate to the Directors and senior management of TRIPLE and its subsidiary companies ("TRIPLE Group")."

6. Grant of Additional ESOS Options to Executive Directors

“THAT approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and grant to the following persons, additional ESOS options to subscribe for new TRIpIc Shares under the ESOS from time to time, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the ESOS of the Company in the following manner:

Executive Directors of the Company

Name	Position	Existing Allocation	Revised Allocation	Proposed Additional Allocation	
Zainal Abidin Bin Ismail	Managing Director	362,000	Up to 506,800	144,800	(Ordinary Resolution 5)
Ar Mohd Khalid Bin Mohammed Yusuf	Chief Operating Officer	293,000	Up to 410,200	117,200	(Ordinary Resolution 6)

7. Grant of Additional ESOS Options to Non-Executive Directors

“THAT approval be and is hereby given to the Board to authorise the ESOS Committee, to offer and grant to the following persons, additional ESOS options to subscribe for new TRIpIc Shares under the ESOS from time to time, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the ESOS of the Company in the following manner:

Non-Executive Directors of the Company

Name	Position	Existing Allocation	Revised Allocation	Proposed Additional Allocation	
Dato' Muhamad Bin Jantan @ Mustapha	Independent Non-Executive Chairman	360,000	Up to 422,800	62,800	(Ordinary Resolution 7)
Jumsi Bin Batri	Senior Independent Non-Executive Director	224,000	Up to 313,600	89,600	(Ordinary Resolution 8)
Ibrahim Bin Topaiwah	Independent Non-Executive Director	224,000	Up to 313,600	89,600	(Ordinary Resolution 9)

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

WONG POH CHUN, SHRYN
MAICSA 7013841
Company Secretary

Shah Alam
6 October 2015

Explanatory Notes on Special Business:

(1) *Grant of ESOS Options to Encik Yusof Bin Badawi*

Ordinary Resolution 4, if approved, will allow Encik Yusof Bin Badawi who was appointed Deputy Managing Director on the Board of TRlplc on 10 June 2015 to participate in the ESOS of TRlplc which was established for employees (including Directors) of TRlplc Group pursuant to the approval obtained at the Extraordinary General Meeting held on 19 December 2013, and be eligible for grants of ESOS options to subscribe for up to 410,200 new TRlplc Shares ("Award").

The Award would provide Encik Yusof an equal opportunity, as other eligible employees (including Directors) of TRlplc Group, to participate in the ESOS for his Executive Director role undertaken in TRlplc. The details of the ESOS are set out in the Circular to Shareholders dated 26 November 2013.

Encik Yusof has abstained from all Board deliberations and votings pertaining to his Award. He and persons connected to him will abstain from voting on this resolution at the 23rd Annual General Meeting.

(2) *Grant of Additional ESOS Options to Executive Directors*

Ordinary Resolution 5 and 6, if approved, will allow the Executive Directors i.e. Encik Zainal Abidin Bin Ismail and Ar Mohd Khalid Bin Mohammed Yusuf to participate further in the ESOS of TRlplc, and be eligible for grants of ESOS options to subscribe for up to 506,800 and 410,200 new TRlplc Shares respectively.

The above amount includes 362,000 and 293,000 ESOS options which have already been granted to Encik Zainal and Ar Mohd Khalid respectively in 2013 ("Previous Grant"). The additional grant is being sought for approval by shareholders at this 23rd Annual General Meeting for both Encik Zainal and Ar Mohd Khalid.

Encik Zainal and Ar Mohd Khalid have both abstained from all Board deliberations and votings pertaining to their additional ESOS options. They and persons connected to them will abstain from voting on their respective resolution at the 23rd Annual General Meeting.

(3) *Grant of Additional ESOS Options to Non-Executive Directors*

Ordinary Resolution 7, 8 and 9, if approved, will allow the Non-Executive Directors i.e. Dato' Muhamad Bin Jantan @ Mustapha, Encik Jumsi Bin Batri and Encik Ibrahim Bin Topaiwah to participate further in the ESOS of TRlplc, and be eligible for grants of ESOS options to subscribe for up to 422,800, 313,600 and 313,600 new TRlplc Shares respectively.

The above amount includes 360,000, 224,000 and 224,000 ESOS options which have already been granted to Dato' Muhamad, Encik Jumsi and Encik Ibrahim respectively in 2013 ("Previous Grant"). The additional grant is being sought for approval by shareholders at this 23rd Annual General Meeting for Dato' Muhamad, Encik Jumsi and Encik Ibrahim.

Dato' Muhamad, Encik Jumsi and Encik Ibrahim have abstained from all Board deliberations and votings pertaining to their additional ESOS options. They and persons connected to them will abstain from voting on their respective resolution at the 23rd Annual General Meeting.

Notes on Appointment of Proxy and Entitlement of Attendance:

- (1) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
- (2) A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote instead of him.*
- (3) Where a member is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds.*
- (4) Where a member is an exempt authorised nominee, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- (5) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, such appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or the hand of its attorney or an officer duly authorised.*
- (7) The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's Share Registrar, Tricor Investor Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
- (8) Only members whose names appear in the Record of Depositors on 20 October 2015 shall be eligible to attend the meeting.*